

ALVORD AND ALVORD  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 4, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Memorandum of Reassignment of Leases, dated as of December 1, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to Memorandum of Lease duly filed with the Commission under Recordation Number 18582.

The namees and addresses of the parties to the enclosed document are:

Assignor : BA Leasing & Capital Corporation  
Four Embarcardero Center, Suite 1200  
San Francisco, California 9411

Assignee : First Security Bank of Utah, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Reassignment.

The Reassignment is being made by the Assignor pursuant to the Assignment, Assumption and Release Agreement, dated as of December 1, 1995, which has been filed under Recordation Number 18576-A.

18582-C  
DEC 8 1995 8 31 AM  
INTERSTATE COMMERCE COMMISSION

*Country Club - Jim Barton*

Mr. Vernon A. Williams  
December 4, 1995  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

18582-<sup>c</sup>  
DEC 8 1995 10 20 AM

MEMORANDUM OF REASSIGNMENT OF LEASES dated as of December 1, 1995, made by BA Leasing & Capital Corporation, a California corporation (the "Assignor").

WHEREAS ACF Industries, Incorporated (the "Lessor") has entered into certain leases specified under the heading "Car Service Contract No." in Exhibit A hereto (the "Leases") with the lessee named in said Exhibit A, covering the railroad equipment identified by reporting mark and number in said Exhibit A (the "Equipment");

WHEREAS a memorandum of the Leases has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on the date specified in Exhibit B hereto and assigned the recordation number specified in said Exhibit B;

WHEREAS the Lessor has assigned all of its right, title, and interest in and to the Leases, the Equipment, the proceeds thereof and certain other collateral to the Assignor pursuant to that certain Assignment and Security Agreement (Chattel Mortgage) dated as of December 17, 1993 (the "Security Agreement"); and

WHEREAS a memorandum of such assignment has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code; and

WHEREAS the Assignor is assigning all of its right, title, and interest in and to the Leases, the Equipment, the proceeds thereof and the other collateral specified in the memorandum relating to the Security Agreement to First Security Bank of Utah, National Association, as trustee (the "Assignee"), pursuant to that certain Assignment, Assumption and Release Agreement dated as of December 1, 1995, among Assignor, Assignee and Lessor.

IN WITNESS WHEREOF, the Assignor wishes to show for the public record the assignment of the Leases, the Equipment and the proceeds thereof and the other collateral specified in the memorandum relating to the Security Agreement, and accordingly has caused this memorandum to be executed by one of its officers thereunto duly authorized, as of the date first above written.

BA LEASING & CAPITAL CORPORATION

by 

Name: SARA FITCH  
Title: Vice President

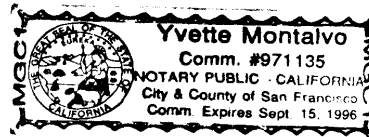
STATE OF CALIFORNIA )  
 ) SS.:  
CITY AND COUNTY OF SAN FRANCISCO)

On this            day of November, 1995, before me personally appeared Sara Fitch, to me personally known, who, by me being duly sworn, says that she is a Vice President of BA Leasing & Capital Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Yvette Montalvo*  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires

9-15-96



## Exhibit A

Lessee	Car Service Contract #	Identifying Numbers	Number of Cars	AAR Designator
RHONE-POULENC BASIC CHEMI	49710678	ACFX 49314	1	C113
RHONE-POULENC BASIC CHEMI	49710678	ACFX 49322	1	C113
RHONE-POULENC BASIC CHEMI	49710678	ACFX 49347	1	C113
RHONE-POULENC BASIC CHEMI	49710678	ACFX 49355	1	C113
RHONE-POULENC BASIC CHEMI	49710678	ACFX 49379	1	C113
RHONE-POULENC BASIC CHEMI	49710678	ACFX 49429	1	C113
RHONE-POULENC BASIC CHEMI	49710782	ACFX 49357	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49289	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49290	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49309	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49312	1	C713
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49318	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49319	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49320	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49324	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49328	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49340	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49341	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49342	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49343	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49344	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49345	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49349	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49350	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49353	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49359	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49361	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49362	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49365	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49366	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49367	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49369	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49371	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49375	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49376	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49377	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49378	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49380	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49382	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49383	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49385	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49386	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49389	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49390	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49391	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49393	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49394	1	C113

## Exhibit A

Lessee	Car Service Contract #	Identifying Numbers	Number of Cars	AAR Designator
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49395	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49396	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49397	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49399	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49400	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49402	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49404	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49406	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49408	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49409	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49410	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49411	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49413	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49414	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49418	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49421	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49423	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49425	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49430	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49431	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49432	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49440	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49441	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49443	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49444	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49446	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49447	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49448	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49450	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49452	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49453	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49454	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49455	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49456	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49458	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49460	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49464	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49465	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49466	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49467	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49468	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49469	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49470	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49472	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49473	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49476	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49477	1	C113

Exhibit A

Lessee	Car Service Contract #	Identifying Numbers	Number of Cars	AAR Designator
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49478	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49479	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49486	1	C113
RHONE-POULENC BASIC CHEMI	49710823	ACFX 49487	1	C113



EXHIBIT B

Lessee: Rhone Poulenc Basic Chemicals Co.

Date of Recordation: 12/20/93

Recordation Number: 18582

[RICE--ATTY/EXB.WPF/22D/4265]

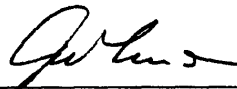
RECORDATION NO. 18523-B  
FILED 1425  
MAR 10 1997 2:35 PM

**NOTICE**

Notice is hereby given that the Security Agreements previously filed under Recordation Numbers 18516, 18517 and 19200 (as the same have, from time to time, been amended, supplemented and/or partially released) have been fully terminated effective March 7, 1997.

Any security interests in the railcars and assignment of leases contained in such security agreements not previously released have now been terminated effective March 7, 1997.

Effective no later than March 7, 1997, ACF does not claim a leasehold interest in any railcar identified herein solely by reason of any Memorandum of Lease or other document filed herein.



Robert W. Alvord, Attorney for  
ACF Industries, Incorporated

District of Columbia     )  
                                      )     ss.  
City of Washington     )

Subscribed and sworn to before me this 10th day of March 1997.



Kim L. Bartman,  
NOTARY PUBLIC

My Commission expires: 3-31-2000

18524-B	18574-C	18841-D	19768-B	20091-B
18525-B	18575-B	18842-C	19769-B	20092-B
18526-B	18576-C	18843-D	19770-B	20093-B
18527-B	18577-C	18844-F	19771-B	20094-B
18528-B	18578-C	18845-C	19772-B	20095-B
18529-B	18579-F	18846-C	19773-B	20096-B
18530-B	18580-D	18847-G	19774-B	20097-B
18535-C	18581-C	18848-C	19775-B	20098-B
18536-D	18582-D	18965-C	19776-B	20099-B
18537-D	18583-D	19201-B	19777-B	20100-B
18538-E	18584-H	19202-B	19778-B	
18539-D	18585-D	19203-B	19779-B	
18540-D	18586-F	19204-B	19780-B	
18541-F	18587-C	19205-B	19781-B	
18542-C	18588-D	19206-B	19782-B	
18543-C	18589-C	19207-B	19783-B	
18544-G	18590-D	19208-B	19784-B	
18545-G	18591-J	19209-B	19785-B	
18546-D	18592-C	19210-B	19786-B	
18547-C	18593-D	19211-B	19787-B	
18548-D	18594-C	19212-B	19788-B	
18549-D	18595-J	19213-B	19789-B	
18550-D	18596-D	19214-B	19790-B	
18551-C	18597-D	19215-B	19791-B	
18552-D	18598-D	19216-B	19792-B	
18553-C	18599-C	19217-B	19793-B	
18554-D	18600-D	19218-B	19794-B	
18555-D	18601-D	19219-B	19795-B	
18556-D	18602-D	19220-B	19818-B	
18557-C	18603-C	19221-B	19819-B	
18558-C	18604-C	19222-B	20075-B	
18559-C	18605-I	19223-B	20076-B	
18560-D	18606-C	19754-B	20077-B	
18561-D	18607-C	19755-B	20078-B	
18562-C	18608-D	19756-B	20079-B	
18563-D	18609-D	19757-B	20080-B	
18564-C	18613-B	19758-B	20081-B	
18565-D	18614-B	19759-B	20082-B	
18566-D	18615-D	19760-B	20083-B	
18567-D	18616-D	19761-B	20084-B	
18568-D	18617-D	19762-B	20085-B	
18569-D	18777-D	19763-B	20086-B	
18570-F	18778-C	19764-B	20087-B	
18571-D	18838-D	19765-B	20088-B	
18572-D	18839-C	19766-B	20089-B	
18573-D	18840-D	19767-B	20090-B	